

DOLLAR TREE INC
 Form 4
 July 08, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEVINE HOWARD R

(Last) (First) (Middle)

P.O. BOX 1017

(Street)

CHARLOTTE, NC 28201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DOLLAR TREE INC [DLTR]

3. Date of Earliest Transaction (Month/Day/Year)
07/06/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO of Family Dollar Stores

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	07/06/2015		A		96,350 ⁽¹⁾ <u>(2)</u>	A	D
Common Stock	07/06/2015		A		1,191,109 ⁽³⁾	I	Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Unit (4)	(4)	07/06/2015		A	26,648	(5) (5)	Common Stock 26,648
Stock Option (right to buy) (6)	\$ 51.49	07/06/2015		A	113,040	(7)(8) 10/04/2016	Common Stock 113,040
Stock Option (right to buy) (6)	\$ 67.95	07/06/2015		A	99,435	(7)(9) 10/09/2017	Common Stock 99,435
Stock Option (right to buy) (6)	\$ 68.92	07/06/2015		A	115,015	(7)(10) 10/15/2018	Common Stock 115,015
Stock Option (right to buy) (6)	\$ 76.97	07/06/2015		A	78,095	(7)(11) 10/14/2024	Common Stock 78,095

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVINE HOWARD R P.O. BOX 1017 CHARLOTTE, NC 28201	X		CEO of Family Dollar Stores	

Signatures

/s/ Shawnta Totten-Medley, attorney-in-fact for Mr. Howard R. Levine 07/08/2015

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On July 6, 2015, the Issuer, Dollar Tree, Inc. ("Dollar Tree") acquired the Family Dollar Stores ("Family Dollar") pursuant to the Agreement and Plan of Merger between the Issuer, Family Dollar and Dime Merger Sub, Inc. ("Merger Sub"), dated as of July 27, 2014, as amended from time to time (the "Merger Agreement"). In accordance with the Merger Agreement, Merger Sub merged with and into the Family Dollar, with Family Dollar continuing as the surviving corporation and a wholly-owned subsidiary of Dollar Tree (the "Merger").

(2) The number reported includes (i) 89,875 shares held directly by the reporting person and (ii) 6,475 shares underlying outstanding performance share rights awards granted under Family Dollar's 2006 Incentive Plan.

(3) Pursuant to the Merger Agreement, on July 6, 2015, the reporting person received \$59.60 in cash (the "Cash Consideration"), and 0.2484 shares of Dollar Tree common stock (the "Stock Consideration" and together with the Cash Consideration, the "Merger Consideration") for each share of Family Dollar common stock held directly by the reporting person and each share of Family Dollar common stock underlying performance share rights awards (after net share settlement for tax withholding purposes) was converted into a right to receive the Merger Consideration.

(4) Pursuant to the Merger Agreement, on July 6, 2015, the outstanding restricted stock unit award granted on October 14, 2014 under Family Dollar equity award policy, was converted into a restricted stock unit award in respect of a number of shares of Dollar Tree common stock determined by multiplying the number of shares of Family Dollar stock by the Award Exchange Ratio of 1.0000.

(5) Restricted Stock Unit granted on October 14, 2014 and will fully vest on the third anniversary of grant date.

(6) Pursuant to the Merger Agreement dated July 6, 2015, each option to purchase shares of Family Dollar common stock that was outstanding immediately prior to the Effective Time was converted into an option to purchase a number of shares of Dollar Tree common stock determined by multiplying the number of shares of Family Dollar common stock subject to such option by the Award Exchange Ratio of 1.000, at an exercise price per share determined by dividing the original per share exercise price of the option by the Award Exchange Ratio of 1.000.

(7) Each option becomes exercisable with respect to 40% of the underlying shares on the second anniversary of grant and with respect to an additional 30% on each of the third and fourth anniversaries of grant.

(8) Option granted on October 4, 2011.

(9) Option granted on October 9, 2012.

(10) Option granted on October 15, 2013.

(11) Option granted on October 14, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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